

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

RECORDATION NO. 6848 Filed & Recorded

SEP 10 1974 3 25 PM

INTERSTATE COMMERCE COMMISSION

C E R T I F I C A T E

The undersigned, Helen Joy Krug, a Notary Public in and for said County, states that she compared the attached copy of the Second Supplement Equipment Trust Agreement dated the 30th day of August, 1974, with the original document, and certifies that it is a true and correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 3rd day of September, 1974.

Helen Joy Krug
Notary Public

My Commission Expires July 10, 1976

UNION TANK CAR COMPANY
EQUIPMENT TRUST
(Series C)

THIS SECOND SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated as of August 30, 1974, by and between THE FIRST NATIONAL BANK OF CHICAGO, a national banking association, as Trustee (the "Trustee"), and UNION TANK CAR COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (the "Company").

WITNESSETH:

WHEREAS, the Company has heretofore executed and delivered to the Trustee an Equipment Trust Agreement dated as of September 15, 1972, as supplemented (the "Trust Agreement"), providing for an issue of its Equipment Trust Notes (Series C) (the "Notes"), in an aggregate principal amount not to exceed \$50,000,000 at any time outstanding, of which Notes in the aggregate principal amount of \$44,676,316 are outstanding as of the date hereof; and

WHEREAS, the Company deems it necessary, desirable, and appropriate to amend certain provisions of the Trust Agreement and to modify the rights of the holders of the Notes issued under the Trust Agreement so as to change the maturity date of the Notes presently outstanding and hereafter issued under the Trust Agreement; and

WHEREAS, the Company has filed with the Trustee a Request for an amendment to the Trust Agreement to the foregoing effect, a certified copy of resolutions adopted by the Board of Directors of the Company authorizing the execution and delivery of this Second Supplemental Equipment Trust Agreement, and evidence of the consent thereto by the holder of 100% in principal amount of the outstanding Notes;

NOW, THEREFORE, in consideration of the premises, the mutual covenants herein contained, and other good and valuable considerations, the Company covenants and agrees with the Trustee for the equal and proportionate benefit of the respective holders from time to time of the Notes, as follows:

ARTICLE ONE

Extension of Maturity Date

The date "September 15, 1975", wherever it appears in the Trust Agreement, is hereby amended to read "September 15, 1976".

ARTICLE TWO

Amendment of Outstanding Notes

Each of the Notes evidencing the indebtedness presently outstanding under the Trust Agreement shall be deemed to be amended so that the maturity date thereof shall read "September 15, 1976".

ARTICLE THREE

Issuance of Replacement Notes

The holders of Notes heretofore issued and presently outstanding under the Trust Agreement may but shall not be required to surrender such Notes to the Trustee for the purpose of exchanging such Notes for a new Note or Notes containing the amended maturity date herein provided.

ARTICLE FOUR

Miscellaneous Provisions

Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect.

This Second Supplemental Equipment Trust Agreement may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Second Supplemental Equipment Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the year and year first above written.

UNION TANK CAR COMPANY

By 
Vice President

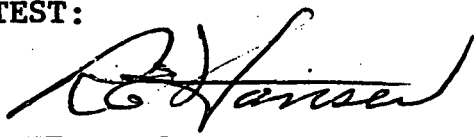
ATTEST:


Assistant Secretary

THE FIRST NATIONAL BANK OF CHICAGO

By 
Vice President

ATTEST:


~~Assistant Secretary~~ R. E. Hansen
Trust Officer

STATE OF ILLINOIS)
COUNTY OF C O O K) ss.:

On this 3rd day of September, 1974, before me personally appeared D. B. Romans, to me personally known, who, being by me duly sworn, says that he is a Vice President of UNION TANK CAR COMPANY, a Delaware corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My Commission expires: July 10, 1976
[Notarial Seal]

Helen Jay Krug
Notary Public

STATE OF ILLINOIS)
COUNTY OF C O O K) ss.:

On this 3rd day of September, 1974, before me personally appeared R. R. MANKNESTER, to me personally known, who being by me duly sworn, says that he is a Vice President of THE FIRST NATIONAL BANK OF CHICAGO, that one of the seals affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Bank.

My Commission expires: 1/30/77
[Notarial Seal]

K. R. B.
Notary Public